

B1 (Official Form 1) (04/13)

| United States Bankruptcy Court WESTERN DISTRICT OF TEXAS AUSTIN DIVISION | | | | Voluntary Petition | |
|--|--|---|--|---|----------------------------------|
| Name of Debtor (If individual, enter Last, First, Middle): Fired Up, Inc. | | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): fka Carino's Italian Kitchen, Inc., fka Kona Restaurant Group, Inc., and dba Johnny Carino's Italian. <u>See continuation sheet.</u> | | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 52-1950745 | | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): | | |
| Street Address of Debtor (No. and Street, City, and State): 1514 Ranch Road 620 South Austin, TX | | | Street Address of Joint Debtor (No. and Street, City, and State): | | |
| ZIP CODE 78734 | | | ZIP CODE | | |
| County of Residence or of the Principal Place of Business: Travis | | | County of Residence or of the Principal Place of Business: | | |
| Mailing Address of Debtor (if different from street address): | | | Mailing Address of Joint Debtor (if different from street address): | | |
| ZIP CODE | | | ZIP CODE | | |
| Location of Principal Assets of Business Debtor (if different from street address above): | | | | | ZIP CODE |
| Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | | Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding | |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | | Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code). | | Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. | |
| Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | | Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined by 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 | | | | | |
| Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | | | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | | | | |

| | | | |
|---|---------------|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case.)</i> | | Name of Debtor(s): Fired Up, Inc. | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.) | | | |
| Location Where Filed: None | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.) | | | |
| Name of Debtor: | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| <div style="text-align: center;">Exhibit A</div> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | <div style="text-align: center;">Exhibit B</div> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <div style="text-align: right;"> X _____ Date </div> | |
| <div style="text-align: center;">Exhibit C</div> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. | | | |
| <div style="text-align: center;">Exhibit D</div> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition. | | | |
| <div style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</div> <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| <div style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</div> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ </div> <div style="text-align: right;"> (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ </div> <div style="text-align: right;"> (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s): **Fired Up, Inc.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____

X _____

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

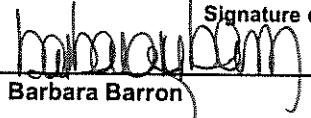
X _____

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 
Barbara Barron Bar No. 01817300

Barron & Newburger, PC
1212 Guadalupe #104
Austin, TX 78701

Phone No. (512) 476-9103 Fax No. (512) 476-9253

3/26/14
Date

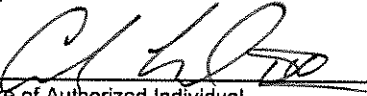
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Fired Up, Inc.

X 
Signature of Authorized Individual

Creed Ford III

Printed Name of Authorized Individual

President/CEO

Title of Authorized Individual

3/26/2014
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) If rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Voluntary Petition
(Continuation Sheet)

All Other Names used by the Debtor in the last 8 years (Include married, maiden, and trade names):

dba Johnny Carino's; dba Johnny Carino's Italian; dba Johnny Carino's Country Italian; dba Carino's Italian; fdba Kona Restaurant Group, Inc.; dba Brunello's Steak & Pasta; fdba Kona Ranch Steak House; fdba Kona Ranch Steaks & Seafood; fdba Kona Ranch Hawaiian Grill; dba Carino's Italian Grill; fdba Carino's Italian Kitchen; fdba Johnny Carino's Country Italian Kitchen; fdba Johnny Carino's Italian Kitchen; fdba Spageddie's Italian Kitchen; fka Carino's Italian Kitchen, Inc.; fka Kona Restaurant Group, Inc.

CERTIFICATE OF SECRETARY
OF
FIRED UP, INC..

The undersigned, Harper Ford Rehme, hereby certifies that:

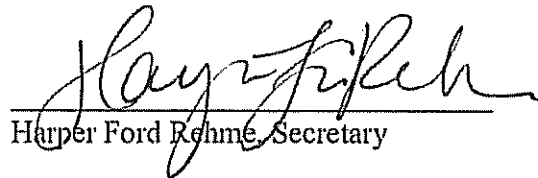
(A) he/she is the duly elected, qualified and acting Secretary of Fired Up, Inc., a Texas corporation, and as such is familiar with the books and records of said corporation;

(B) attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted by the Board of Directors of said corporation at a meeting of the Board of Directors held on February 20, 2014; and

(C) such resolutions have not been amended or revoked and remain in full force and effect.

25th IN WITNESS WHEREOF the undersigned has executed this certificate this
25th, day of February, 2014.

By:


Harper Ford Rehme, Secretary

**RESOLUTIONS
OF THE BOARD OF DIRECTORS
OF FIRED UP, INC.**

Dated: February 20, 2014

WHEREAS, Fired Up, Inc., is a Texas corporation (the "Corporation") in good standing with the State of Texas.;

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that it is in the best interests of the Corporation for the Corporation to file a voluntary petition pursuant to chapter 11 of title 11 of the United States Code ("Bankruptcy Code") with a federal bankruptcy court as more particularly set forth below;

Commencement of Chapter 11 Case on Behalf of the Corporation

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be, and hereby is, authorized to file with the United States Bankruptcy Court for the Western District of Texas (the "Bankruptcy Court") a voluntary petition pursuant to chapter 11 of the Bankruptcy Code as set forth in these resolutions;

FURTHER RESOLVED, that Creed Ford III, the Chief Executive Officer of the Corporation (the "CEO "), is hereby authorized and empowered on behalf of the Corporation to execute, deliver and file or cause to be filed, at such time as he determines in his informed, good faith, business judgment that it is in the best interests of the Corporation to do so, a voluntary petition for the Corporation pursuant to chapter 11 of the Bankruptcy Code (the "Corporation Petition"), in such form as prescribed by the Official Forms promulgated in connection with the Bankruptcy Code;

FURTHER RESOLVED, that upon the filing of the Corporation Petition as authorized by the preceding resolution, the CEO or such other officer of the Corporation expressly authorized by the CEO to act (collectively with the CEO, the "Authorized Officers") on behalf of the Corporation be, and hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, all papers and pleadings necessary or convenient to facilitate the chapter 11 bankruptcy cases of the Corporation and all of their matters and proceedings, and any and all other documents, including affidavits, necessary or appropriate in connection with the commencement of the chapter 11 cases of the Corporation, each in such form or forms as the Authorized Officer so acting may approve;

FURTHER RESOLVED, that each Authorized Officer, on behalf of the Corporation, be, and hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, all papers and pleadings necessary or convenient to effect, cause or promote the Corporation's pursuant to chapter 11 of the Bankruptcy Code and any and all other documents, including affidavits, or oral testimony necessary or appropriate in connection therewith, each in such form or forms as the Authorized Officer so acting may approve;



FURTHER RESOLVED, that each Authorized Officer, on behalf of the Corporation, be, and hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Officer so acting shall deem appropriate in his or her judgment to fully carry out the intent and accomplish the purposes of these resolutions;

FURTHER RESOLVED, that each Authorized Officer, on behalf of the Corporation, be, and hereby is, authorized, to certify and attest to any documents which he may deem necessary or appropriate to consummate any transactions necessary to effectuate the foregoing resolutions; provided, such attestation shall not be required for the validity of any such documents;

FURTHER RESOLVED, that the engagement of the law firm of BARRON & NEWBURGER, P.C. as general bankruptcy and restructuring counsel, in the representation of the Company as debtors and debtor in possession, prior to and in any cases commenced by the Company under the Bankruptcy Code, and in all matters arising in connection therewith, is hereby approved, and each Authorized Officer be, and hereby is, authorized and empowered to retain such other attorneys, advisors, accountants, consultants or other professionals on behalf of the Company as the Authorized Officer so acting may determine to be necessary or appropriate;

FURTHER RESOLVED, that notwithstanding anything contained herein to the contrary, no Authorized Officer shall have authority to execute, deliver, or file a plan of reorganization, plan of liquidation, sale of substantially all of the Corporation's assets, voluntary dismissal or voluntary conversion in connection with the Corporation's or Partnership's chapter 11 cases, absent further authority from this Board; and

FURTHER RESOLVED, that all actions heretofore taken by the CEO or other Authorized Officers, in the name of and on behalf of the Corporation and in its capacity as General Partner of the Partnership, in connection with any of the above matters are hereby in all respects ratified, confirmed, and approved.

[Signatures Appear on Following Page]

A handwritten signature, possibly reading "AM", enclosed within an oval shape.

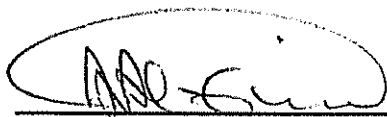
Lynn S Ford 2/25/14
Lynn S. Ford Date

IN WITNESS WHEREOF, the undersigned have executed these Resolutions on the date(s) set forth below:

Directors:

Creed L. Ford III

Date



Abdulghani Khalid Al-Ghunaim

25/2/2014

Date

Lynn S. Ford

Date

**MINUTES OF
ANNUAL SHAREHOLDERS' MEETING
OF FIRED UP, INC.**

The 2014 annual meeting of the shareholders of FIRED UP, INC., a TEXAS corporation (the "Company"), was held telephonically on March 5, 2014 at 4:30 p.m. Central Standard Time (GMT-6), pursuant to notice given in accordance with Section 2.01 of the Company's by-laws.

The following shareholders were present in person at the meeting at the Company's offices at 1514 RR 620 South, Austin, Texas: Creed L. Ford III, Lynn S. Ford, Margaret Smith, and Harper Ford Rehme. Also present at the meeting was Angela Woodbury, Company's Counsel, present at the meeting by telephone was Barbara Barron, Company's Counsel and Steve Sather, Company's Counsel. Creed L. Ford III, the Chairman of the Board acted as Chairman of the meeting. Harper Ford Rehme, the Corporate Secretary acted as Secretary of the meeting. The following shareholders were present at the meeting but participated by telephone:

| Shareholders present | # of voting shares | % of voting shares |
|--|-----------------------|-----------------------|
| Creed L Ford III | 6,174,840 | 51.14% |
| Harper Ford Rehme | 9,750 | 0.08% |
| Lynn S Ford (Lynn S Ford and Creed L Ford III Investments Ltd) | 637,500 | 5.28% |
| Margaret Smith | 8,250 | 0.07% |
| Shareholders present by telephone | # of voting shares | % of voting shares |
| Dan Edelman | 86,070 | 0.71% |
| Johnnie King (King Family Trust) | 257,500 | 2.13% |
| Larry Lavine | 89,957 | 0.75% |
| Chris Peitersen | 8,000 | 0.07% |
| Timothy Pool | 1,500 | 0.01% |
| Daniel Romo | 2,000 | 0.02% |
| David Walton | 1,500 | 0.01% |
| Jeff Warden | 7,500 | 0.06% |
| Robert White | 65,505 | 0.54% |

The following shareholders were present and voted by proxy, as evidenced by signed, dated proxies delivered to the Company prior to the meeting:

| Shareholders votes by Proxy | # of voting shares | % of voting shares |
|-------------------------------------|-----------------------|-----------------------|
| Robert P Flack Revocable Trust | 7,500 | 0.06% |
| William R Floyd | 7,500 | 0.06% |
| Creed Ford Jr | 12,250 | 0.10% |
| Creed L Ford Jr and Jane Ford | 6,000 | 0.05% |
| Randal Ford Family Partnership, Ltd | 3,000 | 0.02% |
| Randy E Ford | 1,500 | 0.01% |
| David Wallace | 6,375 | 0.05% |
| David R Wallace | 15,000 | 0.12% |
| Vici J Wilkerson | 4,500 | 0.04% |
| Terry E Ford | 2,000 | 0.02% |
| J Carol Parsons | 512,000 | 4.24% |
| Total numbers of shares voting | 7,927,497 | 65.66% |

The Chairman called the meeting to order. Based on the number of shareholders in attendance at the meeting, in person or by telephone and shareholders represented by proxy and Section 2.06 of the Company's by-laws, the Secretary determined that a quorum was present and stated that the meeting could proceed.

The Chairman went over the agenda for the meeting and the voting procedures.

The first item on the agenda was the ratification of the currently serving directors (Creed L Ford III, Lynn S. Ford and Abdulghani Al-Ghunaim). Robert White made a motion to vote. Lynn S. Ford seconded that motion. The Chairman called for a vote. The shareholders voted unanimously and the motion carried.

The second item on the agenda was the ratification of the actions of the incumbent directors as directors, ratification of the Shareholders action taken on January 24, 2014 amending the bylaws to establish a three member board of directors and updating certain notice and communication provisions of the bylaws and the amendment of Bylaws to change the annual shareholders' meeting date. The Chairman read the Shareholder Consent amending the Company bylaws. Robert White made a motion to vote. Lynn S. Ford seconded that motion. The Chairman called for a vote. The shareholders voted unanimously to ratify all items. The motion carried.

The third item on the agenda was the ratification of the Company Resolutions which merged Carino's Italian Kitchen, Inc. into Kona Restaurant Group, Inc. and merged Kona Restaurant Group, Inc. into Fired Up, Inc. The Chairman explained the reasoning behind the mergers and read both Resolutions. Robert White made a motion to vote. Lynn S. Ford seconded that motion. The Chairman called for a vote. The shareholders voted unanimously to ratify the Board Resolutions of the mergers. The motion carried.

The fourth and final item on the agenda was to report on the Company's current finances and business plans. The Chairman discussed the downturn in the economy and the negative effect

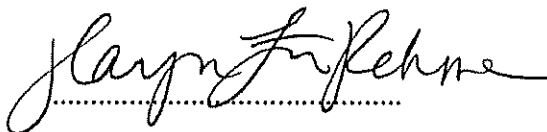
it has had on the casual dining segment. He continued to explain that the company has been working diligently to restructure its operations and reduce its costs, particularly reducing G&A and closing non-performing restaurants. He stated that after careful analysis management has concluded that a Chapter 11 reorganization under the Bankruptcy Code is necessary and viable. The Chairman then read the Board of Directors Resolution approving the filing of a petition in bankruptcy under Chapter 11 of the Bankruptcy Code, a copy of which resolution is attached as Exhibit A. Barbara Barron then provided further explanation of the bankruptcy process and its application to the Company's circumstances. Comments and Questions from the shareholders were entertained and a discussion followed. Margaret Smith made a motion that the shareholders approve the resolution. Lynn S. Ford seconded that motion. The Chairman called for a vote. The vote of the motion was as follows:

| | | |
|-----------|--------|---|
| 7,830,927 | 64.86% | Shares Voted in favor |
| 0 | 0.00% | Shares Voted against |
| 86,070 | 0.71% | Shares Abstained |
| 10,500 | 0.09% | Shares not voted shareholders that left the meeting |

The motion carried.

Closing remarks were made by the Chairman.

There being no other business to consider, the meeting was adjourned at approximately 5:30 p.m. Central Standard Time (GMT-6).



Harper Ford Rehme

Corporate Secretary, as secretary of
the meeting